



Rules for facilitating minority shareholders' proposing additional agenda items and/or putting forward candidates' names for appointment as Directors in advance of shareholders' meetings 2024

Purpose

In order to conform to best practices of corporate governance regarding the equitable treatment of shareholders, the Company provides its minority shareholders with the opportunity of nominating candidates for appointment as Director and of proposing items for inclusion in the Agenda of Annual General Meetings of Shareholders 2024, applying the following clear and transparent principles and practices.

Principles

1. Characteristics of Shareholder(s)

In order to be entitled to nominate candidates for appointment as Director or propose items for inclusion in the Agenda of Annual General Meetings of Shareholders 2024, a shareholder or a number of shareholders must be a shareholder or shareholders on the date on which he or they makes or make such nomination or proposal and must hold not less than two (2) percent of the Company's total issued shares.

2. Nomination of candidate for appointment as Director

2.1 Method of proposal

Shareholders wishing to nominate candidates for appointment as Director should fill in the information in the "Form for Nominating Candidates for Appointment as Director at AGMs 2024" (Form A) and "Information Form for Candidates for Appointment as Director at AGMs 2024" (Form B), and attach the documentary evidence referred to in said forms.

Where several shareholders together nominate (a) candidate(s) for appointment as Director, each shareholder must complete and sign a "Form for Nominating Candidates for Appointment as Director at AGMs 2024" (Form A) and these forms must be submitted together in a single package.

Where a shareholder or several shareholders acting together nominate more than one person as candidate for appointment as Director, shareholders must complete one Form A and one Form B for each candidate.

Where several shareholders acting together nominate candidates for appointment as Director, such shareholders are requested to designate one of their number as representative of the group of shareholders for purposes of communicating with the Company and the Company's communicating with this representative shall be deemed tantamount to its having communicated with each and every shareholder signing the abovementioned forms.

2.2 Conditions/steps for considering candidates nominated for appointment as Director

2.2.1 Candidates nominated for appointment as Director must have the following characteristics.

2.2.1.1 They must be suitable persons, not subject to any of the prohibitions deriving from the Public Limited Companies Act or the Securities and Exchange Act, regulation of the Stock Exchange of Thailand, the Securities and Exchange Commission or the Principles of Good Corporate Governance for Listed Companies.

- 2.2.1.2 They must have leadership qualities, vision, knowledge, capability and independence in fulfilling their duties as Directors, acting with prudence and integrity in the best interests of the company, and treating all shareholders equitably and fairly. They must be able to devote themselves fully to the post, be of an appropriate age and in perfect physical and mental health and able to attend Board meetings regularly.
- 2.2.1.3 They must have knowledge and capabilities that are relevant to the Company's business, i.e. the automotive and parts industries, vehicle distribution, after-sales service and other related activities, or knowledge of other fields such as economics, finance and accounting, marketing or law.
- 2.2.1.4 They should not hold too many directorships in different companies at the same time, and in any case not more than five in listed companies.
- 2.2.2 The Company will consider shareholders' nominations of candidates submitted correctly and completely with the relevant accompanying documentation. The Company Secretary will present the proposals to the Nomination and Remuneration Committee and to the Board of Directors for their consideration in accordance with the following steps, the Board's decision being final.
- 2.2.3 Outcome of deliberations of the Company's Board of Directors
 - 2.2.3.1 Candidates approved by the Board will be proposed under the Agenda item "Appointment of Directors" together with the Board's opinion in the letter of invitation calling the meeting, mentioning the fact that the candidate(s) has or have been nominated by shareholders
 - 2.2.3.2 In the case of candidates who are not approved by the Board, shareholders or the shareholders' representative will be informed after the relevant meeting of the Company's Board of Directors through the SET, and the AGM will also be informed.

3. Proposal of agenda item(s) for AGM

3.1 Method of proposal

Shareholders wishing to propose items for inclusion in the Agenda of Annual General Meetings of Shareholders should complete the information called for in the "Form for Proposing Additional Agenda Items for AGMs 2024" (Form C) and attach the documentary evidence referred to in said form.

Where several shareholders together propose items for inclusion in the Agenda of Annual General Meetings of Shareholders, each shareholder must complete and sign a "Form for Proposing Additional Agenda Items for AGMs 2024" (Form C) and these forms must be submitted together in a single package.

Where a shareholder or several shareholders acting together propose more than one item for inclusion in the Agenda of an AGM, shareholders must complete one Form C for each agenda item.

Where several shareholders acting together propose items for inclusion in the Agenda of Annual General Meetings of Shareholders, such shareholders are requested to designate one of their number as representative of the group of shareholders for purposes of communicating with the Company and the Company's communicating with this representative shall be deemed tantamount to its having communicated with each and every shareholder signing the abovementioned forms.

3.2 Conditions/steps for considering AGM agenda items proposed by shareholders

3.2.1 The Company reserves the right not to adopt the following matters as Agenda items.

3.2.1.1 Matters stipulated in the second paragraph of Section 89/28 of the Securities and Exchange Act (No. 6) of 2019 as follows:

- The proposal relates to the ordinary business operation and the facts provided by the shareholders do not indicate reasonable grounds for suspecting any irregularity in such matters;
- It is beyond the company's power to produce the intended result of the proposal;
- The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the facts pertaining in the resubmission have significantly changed from that of the previous shareholders' meeting;
- Any other cases as specified in notifications of the Capital Market Supervisory Board.

3.2.1.2 Matters conflicting with the law or with any relevant regulations, announcements, etc. of government or other supervisory bodies or that are in conflict with the Company's corporate object, Articles of Association, or resolutions of shareholders' meetings of the Company's rules of corporate governance.

3.2.1.3 Matters benefiting only or mainly one individual or group of individuals.

3.2.1.4 Matters that are the exclusive preserve of the Board of Directors, except where the interest of shareholders as a whole are jeopardized.

3.2.1.5 Matters already attended to by the Company

3.2.1.6 Matters beyond the Company's power to perform

3.2.1.7 Matters presented by shareholders not completely in accordance with Clause 1.

3.2.1.8 Matters presented by shareholders where information is incomplete or incorrect or it has not proved possible to contact the shareholders.

3.2.2 The Company will consider complete and correctly presented proposals by shareholders for items to be included in the Agenda of ordinary shareholders' meetings together with the related documentary evidence. The Company Secretary will scrutinise the proposals and present them to the Board of Directors for their consideration at the next Board meeting.

3.2.3 Outcome of the deliberations of the Board of Directors

3.2.3.1 Matters approved by the Board will be added to the Agenda in the letter of invitation calling the shareholders' meeting, together with the Board's opinion, mentioning the fact that the item has been proposed by (a) shareholder(s).

3.2.3.2 Matters that are not approved by the Board will be advised to shareholders or their representative after the Board Meeting, through the SET and the ordinary meeting of shareholders will also be informed.

3.2.4 In the event that shareholders resolve by a majority of all votes present or duly represented and with voting rights to approve the addition of a matter as referred to in clause 3.2.3.2 proposed by (a) shareholder(s) for inclusion in the agenda, the Board shall include it in the Agenda for the next shareholders' meeting.

4. Documents to be submitted

Shareholders should send the forms referred to in sections 2.1 and/or 3.1 together with relevant documentary evidence, properly completed and signed, to the Company by 22 December 2023 to the following address:

Company Secretary
Office of the Managing Director
Thai Rung Union Car Plc
304 Macharoen Road, Khwaeng Nongkhangplu,
Khet Nong Khaem, Bangkok 10160

Shareholders wishing to communicate unofficially before sending the original documents referred to above may do so by fax to 0-2814-5032 or by e-mail to the address of the Office of the Managing Director: omd_ir@thairung.co.th